

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF NORTH CAROLINA

Case number (if known)

Chapter

11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name SD-Charlotte, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 82-3487237

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

131 East Lincoln Avenue  
Suite C  
Fort Collins, CO 80524

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Larimer

County

Location of principal assets, if different from principal place of business

1207-B Crews Road Matthews, NC 28105

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) sdholdingsllc.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **SD-Charlotte, LLC**  
Name

Case number (if known)

**7. Describe debtor's business**

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No.

☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>See Attachment</b>	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **SD-Charlotte, LLC**  
Name

Case number (if known)

**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

**Where is the property?**

Number, Street, City, State & ZIP Code

**Is the property insured?**

☐ No

☐ Yes. Insurance agency

Contact name

Phone

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**

☐ 1-49

☐ 50-99

☐ 100-199

☒ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

**15. Estimated Assets**

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

**16. Estimated liabilities**

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **SD-Charlotte, LLC**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **February 7, 2020**  
MM / DD / YYYY

**X /s/ Yaron Goldman**

Signature of authorized representative of debtor

**Yaron Goldman**

Printed name

Title **Managing Member**

**18. Signature of attorney**

**X /s/ Zachary H. Smith**

Signature of attorney for debtor

Date **February 7, 2020**

MM / DD / YYYY

**Zachary H. Smith 48993**

Printed name

**Moore & Van Allen PLLC**

Firm name

**100 N. Tryon Street  
Suite 4700  
Charlotte, NC 28202**

Number, Street, City, State & ZIP Code

Contact phone **704-331-1000**

Email address **zacharysmith@mvalaw.com**

**48993 NC**

Bar number and State

Debtor **SD-Charlotte, LLC**  
Name

Case number (if known)

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

WESTERN DISTRICT OF NORTH CAROLINA

Case number (if known)

Chapter **11**

☐ Check if this an amended filing

**FORM 201. VOLUNTARY PETITION**  
**Pending Bankruptcy Cases Attachment**

Debtor **RTHT Investments, LLC**

Relationship to you

**Affiliate**

District **Western District of North Carolina**

When **2/07/20**

Case number, if known

Debtor **SD Restaurant Group, LLC**

Relationship to you

**Affiliate**

District **Western District of North Carolina**

When **2/07/20**

Case number, if known

Debtor **SD-Missouri, LLC**

Relationship to you

**Affiliate**

District **Western District of North Carolina**

When **2/07/20**

Case number, if known

Debtor **Southern Deli Holdings, LLC**

Relationship to you

**Affiliate**

District **Western District of North Carolina**

When **2/07/20**

Case number, if known

**WRITTEN CONSENT OF THE MANAGER AND MAJORITY EQUITY HOLDERS  
OF SD-CHARLOTTE, LLC, SD-MISSOURI, LLC, RTHT INVESTMENTS, LLC  
SD RESTAURANT GROUP LLC AND SOUTHERN DELI HOLDINGS, LLC**

**February 4, 2020**

The undersigned, being the manager and majority equity holders (the “*Authorizing Bodies*”), of SD-Charlotte, LLC, a Delaware limited liability company (“*SD-Charlotte*”), SD-Missouri, LLC, a Delaware limited liability company (“*SD-Missouri*”), RTHT Investments, LLC, a Delaware limited liability company (“*RTHT*”), SD Restaurant Group LLC, a Delaware limited liability company (“*SDR*”) and Southern Deli Holdings, LLC, a Delaware limited liability company (“*SDH*,” together with each SD-Charlotte, SD-Missouri, RTHT and SDR, a “*Company*” and, collectively, the “*Companies*”), in accordance with Section 18-404(d) of the Delaware Limited Liability Company Act (the “*Act*”) and the applicable limited liability company operating agreement of each Company (each, in each case as amended from time to time, an “*Operating Agreement*”), as applicable, do hereby consent to the adoption of the following resolutions and the taking of the actions contemplated thereby with respect to each Company to which such persons are Authorizing Bodies:

**AUTHORIZATION TO COMMENCE CHAPTER 11 PROCEEDINGS;  
AUTHORIZATION TO EMPLOY AND RETAIN REQUISITE PROFESSIONALS**

**WHEREAS**, the Companies are contemplating seeking relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) whereby each Company will file a voluntary petition seeking relief under the Bankruptcy Code (the “*Bankruptcy Cases*”) in the United States Bankruptcy Court for the Western District of North Carolina (the “*Bankruptcy Court*”);

**WHEREAS**, after careful consideration of all relevant facts and circumstances, each of the Authorizing Bodies has (i) determined that it is necessary, advisable and in the best interests of the Companies, and necessary and convenient to the purpose, conduct, promotion, or attainment of the business and affairs of the of the Companies, that a petition be filed by each Company seeking relief under the Bankruptcy Code and (ii) directs each Company to file or cause to be filed a voluntary petition for relief under the Bankruptcy Code;

**WHEREAS**, each of the Authorizing Bodies has reviewed and analyzed the materials presented by the Companies’ management and the Companies’ financial, legal, and other advisors (including MERU and MVA, each as hereinafter defined) and has held numerous, extensive and vigorous discussions (including with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Companies, the short-term and long-term prospects of the Companies, the restructuring and strategic alternatives available to the Companies and the impact of the foregoing on the Companies’ business and operations and has consulted with management and the Companies’ financial, legal and other advisors regarding the above;

**WHEREAS**, after careful consideration of all relevant facts and circumstances, each of the Authorizing Bodies has determined that it is necessary, advisable and in the best interests of each of the Companies and necessary and convenient to the purpose, conduct, promotion, or attainment of the business and affairs of the Companies, and the maximization of value of the Companies, that a petition be filed by each Company seeking relief under the Bankruptcy Code and that each such Company undertake related actions; and

**WHEREAS**, the Authorizing Bodies of each of the Companies is empowered and has sufficient authority to take the actions and authorizations contemplating by these resolutions pursuant to, among other sources of empowerment and authority: (i) sections 4.09 and 8.01 of the Operating Agreements of each of SD-Charlotte, SD-Missouri, RTHT and SDR; and (ii) sections 6.1, 6.10(e), 7.2(e) and 7.2(f) of the Operating Agreement of SDH;

**NOW, THEREFORE, BE IT RESOLVED**, that each of the Authorizing Bodies of each Company, in its best judgment, and after consultation with management and the Companies' financial, legal, and other advisors, has determined that it is desirable and in the best interest of the Companies that a voluntary petition for relief under the Bankruptcy Code be filed and directs that each Company file or cause to be filed a voluntary petition for relief under the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina, and the filing of such petitions are authorized hereby;

**RESOLVED FURTHER**, that Brian Rosenthal of MERU be appointed as Chief Restructuring Officer of the Companies (the "**CRO**" and an "**Authorized Officer**"), subject to approval of the Bankruptcy Court in the Bankruptcy Cases, and that he is hereby authorized, empowered and directed on behalf of, and in the name of, each Company to (a) appear as necessary at all bankruptcy proceedings on behalf of the Company; (b) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein at such time as such Authorized Officer shall determine; (c) execute, verify and file on behalf of the Companies all documents necessary or appropriate in connection with the filing of said bankruptcy petitions, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with such Bankruptcy Cases; and (d) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Bankruptcy Cases;

**RESOLVED FURTHER**, that Matthew Smith, Managing Director of the Finley Group, be appointed as Independent Director of the Companies (the "**Independent Director**"), in accordance with the terms and provisions of that certain Finley engagement letter and in accordance with the Delaware Limited Liability Company Act, to act with independence in assisting the CRO and the professionals engaged in Bankruptcy Cases with their obligations under the Bankruptcy Code;

**RESOLVED FURTHER**, that the Companies are authorized and empowered to purchase directors and officers insurance coverage for the Independent Director, the CRO and such other Authorized Persons (as defined below) as, and on such terms as, the Companies, the Independent Director, the CRO and such other Authorized Persons determine to be desirable;

**RESOLVED FURTHER**, that any other person designated and so authorized by the CRO to act on behalf of any of the Companies (collectively, the "**Authorized Persons**") hereby are, and each of them is, authorized and empowered to (a) execute, verify and file on behalf of the Companies all documents necessary or appropriate in connection with the filing of said bankruptcy petitions, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with such Bankruptcy Cases; and (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Bankruptcy Cases;

**RESOLVED FURTHER**, that each Company and Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, each Company to execute and file all pleadings, schedules, lists, and other papers, and to take any and all actions that each such officer may deem necessary or proper in connection with the foregoing resolutions;

**RESOLVED FURTHER**, that each Company and Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, each Company to engage the law firm of Moore & Van Allen, PLLC ("**MVA**") as general bankruptcy counsel to represent and assist such Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance such Company's rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Person or Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of each Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of MVA;

**RESOLVED FURTHER**, that each Company and Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, each Company to engage Linda Simpson and the law firm of JD Thompson Law (“**JD**”) as special bankruptcy counsel to represent and assist such Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance such Company’s rights and interests with respect to leases, landlords and other conflicts which may arise, each Authorized Person or Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of each Company’s chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of JD;

**RESOLVED FURTHER**, that each Company and each Authorized Officer or Authorized Person be, and hereby is, authorized and empowered on behalf of, and in the name of, each Company to engage any other professionals, financial advisors or claims agent as deemed necessary or appropriate in their respective sole discretion to assist such Company subsidiaries in carrying out its duties under the Bankruptcy Code, including executing appropriate retention agreements, paying appropriate retainers prior to or after the filing of each Company’s chapter 11 case, and filing appropriate applications for authority to retain the services of any other professionals as any Authorized Officer shall in its discretion determine necessary;

**RESOLVED FURTHER**, that no professional whose engagement has been authorized by the Bankruptcy Court may be removed without the Bankruptcy Court approval and the Independent Director’s consent.

#### **OMNIBUS RESOLUTIONS**

**RESOLVED FURTHER**, that each Company and Authorized Officer are, and each of them hereby is, authorized and directed to (a) obtain postpetition financing according to the terms which may be negotiated by the Companies, including debtor-in-possession credit facilities or the use of cash collateral (the “**DIP Financing**”); and (b) enter into any guarantees and to pledge and grant liens on the Company’s assets as may be contemplated by or required under the terms of such DIP Financing; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents;

**RESOLVED FURTHER**, that each Company and Authorized Officer are, and each of them hereby is, authorized and directed to negotiate public or private sales between the Company and prospective purchasers or designees thereof, for all or any portion of the assets of the Companies, subject to Bankruptcy Court approval in the Bankruptcy Cases (the “**Sale Transactions**”);

**RESOLVED FURTHER**, that that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any officer in connection with the Bankruptcy Cases, the DIP Financing, the Sale Transactions and documentation necessary to effect such transactions, or any further action to seek relief on behalf of the Companies under chapter 11 of the Bankruptcy Code, or in connection with the Bankruptcy Cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of each Company;

**RESOLVED FURTHER**, that all actions heretofore taken by the officers each Authorizing Person or Authorized Officer and authorized persons of each of the Companies with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby in all respects, authorized, approved, confirmed, adopted and ratified;

**RESOLVED FURTHER**, that that all members Companies have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of each Company or have waived any right to have received such notice;



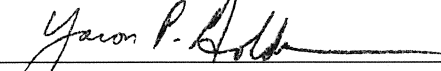
**RESOLVED FURTHER**, that, to the extent that this written consent of each of the Authorizing Bodies may be executed and delivered by means of a facsimile machine or other electronic transmission (including e-mail of a “pdf” signature), this written consent shall be treated in all manners and respects and for all purposes as an original written consent and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person; and

**RESOLVED FURTHER**, that this written consent may be executed in any number of counterparts, each of which shall for all purposes be deemed an original, and all such counterparts together shall constitute one and the same document.

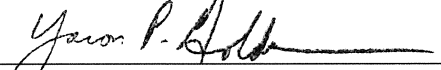
\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above.

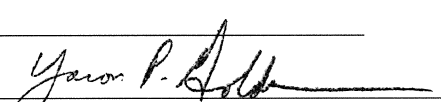
**MANAGER AND MAJORITY MEMBER OF  
SD-CHARLOTTE, LLC**

  
\_\_\_\_\_  
Yaron Goldman  
Manager and Member

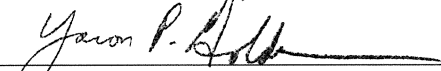
**MANAGER AND MAJORITY MEMBER OF  
SD-MISSOURI, LLC**

  
\_\_\_\_\_  
Yaron Goldman  
Manager and Member

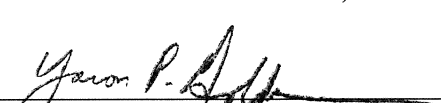
**MANAGER AND MAJORITY MEMBER OF  
SD RESTAURANT GROUP LLC**

\_\_\_\_\_  
  
\_\_\_\_\_  
Yaron Goldman  
Manager and Member

**MANAGER AND MAJORITY MEMBER OF  
RTHI INVESTMENTS, LLC**

  
\_\_\_\_\_  
Yaron Goldman  
Manager and Member

**MANAGER AND MAJORITY MEMBER OF  
SOUTHERN DELI HOLDINGS, LLC<sup>1</sup>**

  
\_\_\_\_\_  
Yaron Goldman  
Manager and Member

<sup>1</sup> Pursuant to Section 7.2(e) of the SDH Operating Agreement, each of the members of SDH transferred to Yaron Goldman all of their voting rights as members of SDH to take the actions contemplated by this consent.

**Fill in this information to identify the case:**

Debtor name SD-Charlotte, LLC et al.

United States Bankruptcy Court for the: Western District of North Carolina

Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the Consolidated 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	<b>SONIC INDUSTRIES INC</b> PO Box 268946 Oklahoma City, OK 73126	Attn: CEO/President P: 405-225-5000	Trade Debts				\$ 3,869,726.65
2	<b>ITRIA VENTURES LLC</b> One Penn Plaza Suite 4530 New York, NY 10119	Attn: Jordon Parker, Esq. P: 212-644-4555	Factoring Agreement	Disputed	\$2,520,000.00	Unknown	Unknown
3	<b>LIBERTAS FUNDING, LLC</b> 382 Greenwich Avenue Suite 2 Second Floor Greenwich, CT 06380	Attn: Gary Katcher P: 800-704-8675 customer.service@libertasfunding.com	Factoring Agreement	Disputed	\$1,898,100.00	Unknown	Unknown
4	<b>MERCHANTS FOOD SERVICE</b> PO Box 1351 Hattiesburg, MS 39403-1351	Attn: Tamesha Barnes P: 601-583-4351 F: 601-582-5333	Trade Debts				\$1,881,602.72
5	<b>TVT 2.0, LLC</b> 1111 Draper Pky Suite 200 Draper, UT 84020	Attn: CEO/President P: 516-707-9131 F: 516-303-0060	Factoring Agreement	Disputed	\$1,414,500.00	Unknown	Unknown
6	<b>EIN CAP, INC.</b> 160 Pearl Street 5th Floor New York, NY 10005	Attn: Russell Naftali P: 646-632-1017 F: 800-519-7189 r.naftali@eincap.com	Factoring Agreement	Disputed	\$1,184,500.00	Unknown	Unknown
7	<b>NATIONAL RETAIL PROPERTIES INC</b> PO Box 864205 Orlando, FL 32886-4205	Attn: Jay Whitehurst P: 407-265-7348 investorrelations@www.nnnreit.com	Trade Debts				\$ 695,467.23
8	<b>ADVANTAGE PLATFORM SERVICES, INC., (DBA) ADVANTAGE CAPITAL FUNDING</b> 104 E. 25th Street 10th Floor	Attn: CEO/President P: 844-843-3170 F: 866-880-6238 info@advantagecapitalfunding.com	Factoring Agreement	Disputed	\$ 680,000.00	Unknown	Unknown

Debtor SD-Charlotte, LLC et al.  
Name

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	<b>REINHART FOODSERVICE LLC</b> 6250 N River Road Suite 9000 Rosemont, IL 60018	Attn: CEO/President P: 847-227-6500	Trade Debts				<b>\$ 609,510.37</b>
10	<b>REGION CAPITAL</b> 323 Sunny Isles Blvd Suite 501 Sunny Isles, FL 33160	Attn: CEO/President P: 888-608-5559 info@regioncapitalllc.com	Factoring Agreement	Disputed	<b>\$547,125.00</b>	<b>Unknown</b>	<b>Unknown</b>
11	<b>EBF PARTNERS, LLC (DBA EVEREST BUSINESS FUNDING)</b> 5 West 37th Street Suite 1100 New York, NY 10018	Attn: CEO/President P: 888-342-5709 F: 888-493-4091 isosupport@ev-bf.com	Factoring Agreement	Disputed	<b>\$345,000.00</b>	<b>Unknown</b>	<b>Unknown</b>
12	<b>AJ EQUITY GROUP LLC</b> 1451 47th Street Brookland, NY 11219	Attn: Sam Brown P: 212-645-1835 sam@ajequity.com	Factoring Agreement	Disputed	<b>\$ 300,000.00</b>	<b>Unknown</b>	<b>Unknown</b>
13	<b>APP FUNDING LLC/ROYAL BUSINESS GROUP, LLC</b> 1685 Ralph David Abernathy Blvd Atlanta, GA 30310	Attn: CEO/President P: 678-732-0498	Factoring Agreement	Disputed	<b>\$224,850.00</b>	<b>Unknown</b>	<b>Unknown</b>
14	<b>MANTIS FUNDING, LLC</b> 64 Beaver Street Suite #344 New York, NY 10004	Attn: CEO/President P: 212-756-1297	Factoring Agreement	Disputed	<b>\$219,000.00</b>	<b>Unknown</b>	<b>Unknown</b>
15	<b>AMS CONTRACTORS INC</b> 6511 South Rocky River Road Monroe, NC 28112	Attn: Ben Hager P: 704-764-8333 info@amscontractorsinc.com	Trade Debts				<b>\$ 175,035.64</b>
16	<b>MINACAKE</b> 422 St Remy Blvd Oxford, MS 38655	Attn: Michael L King P: 662-234-3303	Trade Debts				<b>\$ 168,780.27</b>
17	<b>PERFORMANCE FOOD SERVICE</b> 2801 Alex Lee Blvd Florence, SC 29506	Attn: Craig Hoskins P: 800-800-6434	Trade Debts				<b>\$ 124,920.23</b>
18	<b>BLUE CROSS BLUE SHIELD</b> PO Box 580017 Charlotte, NC 28258-0017	Attn: Scott P. Serota P: 888-206-4697	Health Insurance				<b>\$ \$101,219.75</b>
19	<b>LOOMIS</b> Dept 0757 PO Box 120001 Dallas, TX 75312-0757	Attn: Artiz Larrea P: 214-272-5651	Trade Debts				<b>\$ 98,658.99</b>

Debtor

SD-Charlotte, LLC et al.

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	<b>CHENEY BROTHERS INC</b> 1 Cheney Way Riviera Beach, FL 33404	Attn: Byron Russell P: 800-432-1341 webmaster@cheneybrothers.com	Trade Debts				<b>\$ 97,789.52</b>
21	<b>BIMBO BAKERIES USA</b> PO Box 842419 Boston, MA 02284-2419	Attn: Fred Penny P: 800-984-0989	Trade Debts				<b>\$ 88,888.34</b>
22	<b>RPSC GREENWOOD RETAIL LLP</b> 6080 Jericho Tpke Ste 101 Commack, NY 11725	Attn: CEO/President	Trade Debts				<b>\$ 87,895.4</b>
23	<b>PRITCHARD AND JERDEN</b> 950 East Paces Ferry Road Ne Suite 2000 Atlanta, GA 30326	Attn: Jim Bailey P: 404-238-9090 F: 404-261-5440 jbailey@pjins.com	Trade Debts				<b>\$ 87,050.54</b>
24	<b>IPFS CORPORATION</b> 1055 Broadway 11th Fl Kansas City, MO 64105	Attn: CEO/President P: 800-255-6316 F: 816-942-0475	Trade Debts				<b>\$ 75,149.69</b>
25	<b>SMITH AND GREENE COMPANY INC</b> 19015 66th Ave South Kent, WA 98032-1154	Attn: Brad Smith P: 425-988-6625 brads@smithandgreene.com	Trade Debts				<b>\$ 71,448.5</b>
26	<b>SERVICE PROPERTIES TRUST CORP</b> PO Box 776903 Chicago, IL 60677-6903	c/o the RMR Group LLC P: 617-964-8389 F: 617-969-5730 info@svcreit.com	Trade Debts				<b>\$ 69,446.38</b>
27	<b>DAVID JOE PHILLIPS</b> 201 Telegraph Hill Blvd #2 San Francisco, CA 94133	Attn: CEO/President	Trade Debts				<b>\$ 69,400.5</b>
28	<b>SPIRIT REALTY LLP</b> 2727 North Hanwood Street Suite 300 Dallas, TX 75201	Attn: Jackson Hsieh P: 972 476-1900 F: 800-973-0850	Lease				<b>\$ 58,495.82</b>
29	<b>STORE CAPITAL CORPORATION</b> 8377 E Hartford Dr Suite 100 Scottsdale, AZ 85255	Attn: Christopher H. Volk P: 480-256-1100 F: 480-256-1101 info@storecapital.com	Lease				<b>\$ 52,047.03</b>

Debtor SD-Charlotte, LLC et al.  
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
30	<b>HAGAR RESTAURANT SERVICE INC</b> 6200 NW 2nd Street Oklahoma City, OK 73127	Attn: CEO/President P: 405-235-2184 F: 405-236-5592 okcparts@hagarrs.com; okcservice@hagarrs.com	Trade Debts				<b>\$ 50,933.13</b>
31	<b>NUCO2</b> PO Box 417902 Boston, MA 02241-7902	Attn: CEO/President P: 800-472-2855 F: 772-781-3500	Trade Debts				<b>\$ 45,483.45</b>
32	<b>GREER WALKER LLP</b> 227 W Trade Street Suite 1100 Charlotte, NC 28202	Attn: Charles T. Greer P: 704-377-0239 charles.greer@greerwalker.com	Trade Debts				<b>\$ 43,000.00</b>
33	<b>ADVANTAGE II</b> 1816 Sea Shell Ct Windsor, CO 80550	Attn: CEO/President	Trade Debts				<b>\$ 36,093.34</b>
34	<b>P AND M HOLDING GROUP LLP</b> 16060 Collections Center Dr Chicago, IL 60693	Attn: CEO/President P: 248-352-2500	Trade Debts				<b>\$ 36,000.00</b>
35	<b>IA MATTHEWS SYCAMORE, LLC</b> 3025 Highland Parkway Suite 350 Downers Grove, IL 60515	Attn: Thomas P/ McGuinness P: 630-570-0700 info@inventrustproperties.com	Lease				<b>\$ 31,659.68</b>
36	<b>FTS BEREWICK, LLC</b> Attn: Jackson Smith 610 E. Morehead Street, Suite 100 Charlotte, NC 28202	c/o Aston Properties P: 704-366-7337	Lease				<b>\$ 30,355.89</b>
37	<b>LUCENT TECH INC MASTER PENSION TRUST</b> 4725 Piedmont Row Dr Suite 800 Charlotte, NC 28210	c/o Lincoln Harris Attn: Dawn Kibler P: 704-714-7600	Trade Debts				<b>\$ 29,329.00</b>
38	<b>GROUP 11 ADVISORS LLC</b> 600 City Pkwy W Ste 650 Orange, CA 92868	Attn: Andrew A. Talley P: 714-262-4235 F: 714-464-4783 info@group11advisors.com	Trade Debts				<b>\$ 28,560.60</b>
39	<b>MECKLENBURG COUNTY TAX COLLECTOR-PROP TAX</b> PO Box 71063 Charlotte, NC 28272-1063	Attn: Neal Dixon P: 704-336-7600 taxmeck@mecklenburgcountync.gov	Trade Debts				<b>\$ 28,020.86</b>
40	<b>HUNTER MECHANICAL LLC</b> 226 Salters Creek Rd Hampton, VA 23661	Attn: CEO/President P: 757-224-8229 office@huntermechanical.net	Trade Debts				<b>\$ 27,970.33</b>

**Fill in this information to identify the case and this filing:**

Debtor Name **SD-Charlotte, LLC**

United States Bankruptcy Court for the Western District of North Carolina  
(State)

Case number (If known):

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)

☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)

☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)

☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)

☐ *Schedule H: Codebtors* (Official Form 206H)

☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)

☐ Amended Schedule \_\_\_\_\_

☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☒ Other document that requires a declaration: Consolidated List of the 30 Largest Unsecured Claims and are Not Insiders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2/7/2020

MM / DD / YYYY

**X/s/ Yaron Goldman**

Signature of individual signing on behalf of debtor

Printed name: Yaron Goldman

Position or relationship to debtor: Managing Member

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

_____	)	
In re:	)	Chapter 11
	)	
SD-Charlotte, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No.
	)	
Debtors.	)	Joint Administration Requested
_____	)	

**MASTER CREDITORS LIST**

SD-Charlotte, LLC, RTHT Investments, LLC, SD Restaurant Group, LLC, SD-Missouri, LLC and Southern Deli Holdings, LLC, the debtors and debtors-in-possession in the above-captioned case (collectively, the “Debtors”), filed a voluntary petition under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Western District of North Carolina on February 7, 2020. In accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina, the Debtor filed concurrently herewith a consolidated master matrix of the names and addresses of creditors, potential creditors and other parties in interest of the Debtors (the “Master Creditors List”). The Master Creditors List has been prepared from the books and records of the Debtors and contains only those parties whose names and addresses were maintained in the databases of the Debtors or were otherwise readily ascertainable by the Debtors prior to the commencement of this chapter 11 case. The Debtors will update the Master Creditors List as more information becomes available.

Certain of the creditors listed on the Master Creditors List may not hold outstanding claims against the Debtor and therefore may not be creditors in the Debtor’s bankruptcy case. By filing the Master Creditors List, the Debtor is not acknowledging that any listed party is a creditor, nor is it waiving or otherwise affecting its right to object to the extent, validity or enforceability of the claims, if any, held or asserted by the parties listed on the Master Creditors List.

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<sup>1</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).



**United States Bankruptcy Court  
Western District of North Carolina**

In re **SD-Charlotte, LLC**  
Debtor(s)

Case No.  
Chapter **11**

**VERIFICATION OF CREDITOR MATRIX**

I, the Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: 2/7/2020

/s/ Yaron Goldman

**Yaron Goldman/Managing Member**  
Signer/Title

**United States Bankruptcy Court  
Western District of North Carolina**

In re **SD-Charlotte, LLC**

Debtor(s)

Case No.  
Chapter

**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>D&amp;A Partners LLC 1016 E RIDGECREST RD Fort Collins, CO 80524</b>			<b>Member</b>
<b>Hirschfield Real Estate Group, Inc. 1308 TEAKWOOD DRIVE Fort Collins, CO 80525</b>			<b>Member</b>
<b>Jeff Lindquist 427 DEERFIELD CIRCLE Fort Collins, CO 80524</b>			<b>Member</b>
<b>John C. Clark 1507 SOUTH 10TH Oxford, MS 38655</b>			<b>Member</b>
<b>Merrick McKinnie 2205 Bonterra Blvd Indian Trail, NC 28079</b>			<b>Member</b>
<b>Yaron Goldman 131 E. Lincoln Ave. Suite C Fort Collins, CO 80524</b>			<b>Managing Member</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Managing Member** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **February 7, 2020**

Signature **/s/ Yaron Goldman**  
**Yaron Goldman**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*